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Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:03:24

File Number: 0003464402

FCC 603 Main Form

Application for Assignments of Authorization and Transfers of Control;

Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

Approved by OMB

3060 - 0800

See instructions for public burden estimate

General Information

	COLOR VANA CANADA	
1)	Application Purpose (Selectronity one) ((TE))	
	AA - Assignment of Authorization AM - Amendment TC - Transfer of Control WD - Withdrawal EX - Request for Extension of Time (To Co	
2)	If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the ECC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licenses affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required.	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
	Does this application for Assignment of Authorization or stransfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y) <u>Y</u> es <u>N</u> o
Fees	s and Waivers	· · · · · · · · · · · · · · · · · · ·
5a)	Is the applicant exempt from FCC application fees?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit justifying how the applicant is exempt from FC@application fees.	
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a)	Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b)	If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:
	· · · · · · · · · · · · · · · · · · ·	V 5- V

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N)Yes No
8a) The Assignment of Authorization or Transfer of Control is:	(X Notuntary () Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DDAXAY) / /
9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?	(N)Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	() <u>Y</u> es <u>N</u> o
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY)
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	() <u>Y</u> es <u>N</u> o

be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as all sansee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services? 4a) Does the Assignee/Transferee hold direct or indirectinglests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radio(elephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s) lease(s) on sublease(s) in the same geographic area? 4b) Would/does this application for Assignment of Authorization or liansfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?) Yes M) Yes M) Yes M
esignated Entity Information (III) 2a, 12b or 12c is 'Y', Schedule A is required to be completed.) 2a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with Oldering redits within the last five years? 2b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commissions installment payment plan? 2c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closedition within the last five years? 2c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closeditions within the last five years? 2c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closeditions within the last five years? 2d) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closeditions within the last five years? 2d) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closeditions within the last five years? 4d) Does the Assignee/Transferee hold direct or indirecting as a dorical a services? 4d) Does the Assignee/Transferee hold direct or indirecting as a dorical a services? 4d) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in the number of entities providing service (using spectrum in any of the three services listed in the number of entities providing service (using spectrum in any of the three services listed in the number of entities providing service (using spectrum in any of the three services listed in the number of) <u>Y</u> es <u>h</u>) <u>Y</u> es <u>h</u>
2a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years? 2b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan? 2c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to close disciding within the last five years? 2c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to close disciding within the last five years? 2c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to close disciding within the last five years? 2d) Does this application for Assignment of Authorization or Transfer of Control involve any license(s) that may be used for interconced mobile volce and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which they assigned transferred already holds direct or indirect interests (of 10 percent or more), either as allignise or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/ordel a services? 4a) Does the Assignee/Transferee hold direct or indirectingers (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellularization provide provided provided area? 4b) Would/does this application for Assignment of Authorization or license(s) that the providing service (using spectrum in any of the three services listed finitem 14a) in the affected market(s)?) <u>Y</u> es <u>h</u>) <u>Y</u> es <u>h</u>
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3) Does this application for Assignment of Authorization or irransfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee already holds direct or indirect interests (of 10 percent or more), either as allicensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services? 4a) Does the Assignee/Transferee hold direct or indirecting ests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radio(elephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s) lease(s) on sublease(s) in the same geographic area? 4b) Would/does this application for Assignment of Authorization or it is application for decimal spectrum in any of the three services listed in item 14a) in the affected market(s)?		
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4b) Would/does this application for Assignment of Authorization or liansfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?		
of entities providing service (using spectrum in any of the three services (listed in it the affected market(s)?		
	Υ) <u>Y</u> es <u>N</u>
oadband Radio Service and Educational Broadband Service information		
5a) Will the requested facilities be used to provide multichannel video programming?) <u>Y</u> es <u>N</u> o
5b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?) <u>Y</u> es <u>N</u>
If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27 (202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rules is being requested, 6a must be answered 'Y'.		
6) Does the Assignee/Transferee comply with the programming requirements contained in Section (27.1203 of the Commission's Rules?) <u>Y</u> es <u>N</u>
If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.		

Assignor/Licensee Information								
17) Assignor/Licensee is a(ri) (Select One)								
☐ Individual ☐ Unincorporated Association ☐	Trust	Goven	nment E	ntity X Corpora	ation 🗌	Limited Liability Com	pany .	
General Partnership	Limi	ted Liability F	Partners	hip 🗌 Consor	tium			
Other:								
18) FCC Registration Number (FRN))0004082558								
19) First Name (if individual):		MI:	Last	Name:			Suffix:	
20) Legal Entity Name (if not an individual) AULUIE C	ommunica	ations of Miss	sissippi I	RSA #6 Inc.				
21) Attention To: Wireless Regulatory Supervisor	20 0	·						
22) P.O. Box:	And Or 2	3) Street Ad	ldress:	One Allied Drive, B	1F02-D			
24) City: Little Rock		<u> </u>		25) State: AR	2	6) Zip Code;72202		
27) Telephone Number: (501)905-8555	T.		28) Fax	Number: (501)905	-6193	·		
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	com		<u> </u>			·		
30) Demographics of Assignor/Licensee (Option	nal):		9					
Race: American Indian or Alaska Native	Ethnici	ty? anic or Latin		 L	Gende Ma			
Asian		Hispanie or I	145		Fer			
Black or African-American		1						
Native Hawaiian or Other Pacific Islander					i			
White								
					Name .			
Assignor/Licensee Contact Representative		. 1	14 \$1-			Conference		
31) First Name:	M		Last Na		100	Suffix		
32) Company Name: ALLTEL Communications, LLC			·					
33) Attention To: Wireless Regulatory Supervisor								
34) P.O. Box:	And 3	5) Street Ac		Ä				
36) City: Little Rock				37) State: AR		38) Zip Gode: 72202		
39) Telephone Number: (501)905-8555		4	10) Fax	Number: (501)905-	6193			
41) E-Mail Address: ACI, Wireless. Regulatory@alltel.c	om							
						THE PERSON NAMED IN COLUMN TWO IS NOT THE OWNER.		

Transferor Information (for Transfers of Control only)

42) Transferor is a(n); (Selectione)							
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☒ Limited Liability Company							
General Partnership Limited Partnership	Li	mited Liability	Partners	hip Consortium			
Other:							
43) FCC Registration Number (ERN) 00165111974							
44) First Name (if individual): MI: Last Name: Suffix:							
45) Legal Entity Name (if not an individual)) Atlantis H	oldings	LLC		···········			
46) Attention To: Clive D. Bode, Esq.	4						
47) P.O. Box:	Angi Or	48) Street A	\ddress:	301 Commerce Street, S	uite 3300		
49) City: Fort Worth 50) State: TX 51) Zip Code: 76102							
52) Telephone Number: (817)871-4000 53) Fax Number:							
54) E-Mail Address: cbode@tpg.com	•						
55) Demographics of Transferor (Optional):		THE STATE OF THE S					
Race: American Indian or Alaska Native	Ethn	icity: ispanic or Lai	ino		nder: Male		
Asian	Пи	ot Hispanic o	laiho		Female		
Black or African-American							
Native Hawaiian or Other Pacific Islander							
☐ White			V				
Transferor Contact Representative					<u>.</u>		
56) First Name: Kathleen	MI:	Q	Last Na	ime: Abemathy		Suffix:	
57) Company Name: Akin Gump Strauss Hauer & Fel	d LLP					·	
58) Attention To:							
	And /Or	60) Street A	Address: 1	333 New Hampshire Ave			
61) City: Washington				62) State: DC	[68] Zip Code	20036	
64) Telephone Number: (202)887-4125			65) Fax	Number: (202)887-4288			
66) E-Mail Address: kabernathy@akingump.com		· · · · · · · · · · · · · · · · · · ·			CA.		

Assignee/ i ransferee information								
67) Assignee/Transferee is a(n) (Select One)								
Individual Unincorporated Association	Trust Gov	vernment Entity						
General Partnership	Limited Liabili	ity Partnership						
Other:								
68) FCC Registration Number (FRN): 60003290673								
69) First Name (if individual):	MI:	Last Name: Suffix;						
70) Legal Entity Name (if not an individual) Callco Par								
	·	· · · · · · · · · · · · · · · · · · ·						
71) Attention To: Michael Samsock								
72) Real Party in Interest FCC Registration Number (RN): 0003290673	3						
73) Name of Real Party in Interest: Cellco Partnership								
74) P.O. Box:	ATC 1 LAND							
76) City: Washington	463	77) State: DC 78) Zip Code: 20005						
79) Telephone Number: (202)589-3768								
81) E-Mail Address: Michael.Samsock@VerizonWireless.com								
	É							
82) Demographics of Assignee/Transferee (Opt Race:	ional): Ethnicity:	Gender:						
American Indian or Alaska Native	Hispanic or La	atino Male						
Asian	Not Hispanic	or Latino Female						
Black or African-American								
☐ Native Hawaiian or Other Pacific Islander								
White								
Assignee/Transferee Contact Representative (if	other than Assig							
83) First Name: Nancy	MI: J	Last Name: Victory Suffix:						
84) Company Name: Wiley Rein LLP								
85) Attention To:								
86) P.O. Box:	And 87) Street	t Address: 1776 K Street, NW						
88) City: Washington		89) State: DC 90) Zip Code 20006						
91) Telephone Number: (202)719-7344		92) Fax Number: (202)719-7049						
93) E-Mail Address: nvictory@wileyrein.com								

Ownership	Disclosure	Information
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94a) Is the Assignee/Transferee/required to file FCC Form 602, Ownership Disclosure Information for the	(y) <u>Y</u> es <u>N</u> o
Wireless Telecommunications Services?	
94b) If 94a is 't provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172
conjunction with this application or already on file with the FCC.	

Alien Ownership Information

The state of the s	
95) Is the Assignee/Transferes afforeign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives of by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(Ŋ) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received and ling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?	(Y) <u>Y</u> es <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	. (N) <u>Y</u> es <u>N</u> o

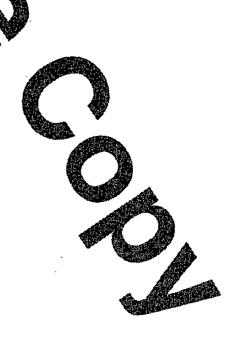
Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to stream(ined in other communication procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission Statles.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any rederal agency.

Typed or Printed Name Of Party/Authorizedato Sign 103) First Name: CLIVE D BODE Suffix: Suffix: BODE 104) Title: VICE PRESIDENT Signature: CLIVE D BODE 105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION (ICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Assignee/Transferee Certification Statements

- 1) The Assignee/Transferee contines either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the irederal communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamline until the commission procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee walks any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the grevious use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grain of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*
 - *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Communications of pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it no rany other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 662, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: John	MI: T	Last Names Scott	Suffix:
107) Title: VP Deputy General Counsel - Regulatory L			<u> </u>
Signature: John T Scott III			108) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKN559	Cl-cellular						Υ



Attachment(s):

Type	Description	Date Entered
0	Exhibit 1	06/08/2008

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:04:58

File Number: 0003464403

FCC 603 Main Form Wireless Telecommunications Bureau

Public Safety and Homeland Security Bureau

Approved by OMB 3060 - 0800

See instructions for public burden estimate

General Information

1)	Application Purpose (Selectionly, one) (TO)				
	AA - Assignment of Authorization AM Amendment TC - Transfer of Control WD - Withdrawal EX - Request for Extension of Time (To C				
2)	If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the LCC.	File Number:			
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that take not included on this application and for which Commission approval or notification is required.		(Y) <u>Y</u> es	<u>N</u> o
	If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 000	3463892	2	
3c)	Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?		(Y) <u>Y</u> es	<u>N</u> o
4)	Are attachments being filed with this application?		(Y) <u>Y</u> es	<u>N</u> o
Fees	s and Waivers	· · · · · · · · · · · · · · · · · · ·		_	
5a)	Is the applicant exempt from FCC application fees?		(N) <u>Y</u> es	<u>N</u> o
5b)	If 'Y', attach an exhibit justifying how the applicant is exempt from FC@application fees. Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?		(N) <u>Y</u> es	<u>N</u> o
6a)	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees. Does this application include a request for waiver of the Commission's rules (other than) a request for application fee waivers)?		(N) <u>Y</u> es	<u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	b. .			
6b)	If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:			
Add	itional Transaction Information	*			
7)	Has this application for Assignment of Authorization or Transfer of Control already occurred?		(N) <u>Y</u> es	<u>N</u> o
8a)	The Assignment of Authorization or Transfer of Control is:	(X) Woluntary	()	Involun	itary
8b)	If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DDMAY)	/_		
9a)	Is this application a pro forma Assignment of Authorization or Transfer of Control?		(N) <u>Y</u> es	No
9b)	If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?		A () <u>Y</u> es	<u>N</u> o
9c)	If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY)		_/	

10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses?

10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?

If 'Y', complete Schedule B and, if applicable, Schedule C.

) Yes No

11) How will/has the Assign	nment of Authorization	or Transfer of Contro	be/been accomplished? Select On	e:(T)		-
Sale or other assignme		Court order	Reorganization or liquidati			'
<u>I</u> ransfer of stock or ot	.ds	_	Fran Saramon of Industral	VII.		
1	r wife of file.		and the state of t	•		
Designated Entity Infor	mation (IT il2a, 12b or	12c is 'Y', Schedule	A is required to be completed.)			
12a) Does this application originally awarded with	or Assignment of Author hibidding credits within	orization or Transfer o	Control involve any licenses that we	re	() <u>Y</u> es <u>N</u> o
12b) Does this application to originally subject to the	or Assignmention Author e Commissionis install	orization or Transfer or ment payment plan?	f Control involve any licenses that we	re	() <u>Y</u> es <u>N</u> o
12c) Does this application originally granted pu	for Assignment of Authorsuant to closed biddin	orization or Transfer og within the last five y	f Control involve any licenses that we ears?	re	() <u>Y</u> es <u>N</u> o
Competition-Related In	formation	<u>va</u>				
13) Does this application be used for interconn a geographic overla	n for Assignment of Aut ected mobile voice and o with another license(fortization of Transfer Jor data services that to s) in which the Assign	of Control involve a license(s) that m would, if assigned or transferred, crea nee/Transferee already holds direct	ay tte	(Y) <u>Y</u> es <u>N</u> o
indirect interests (of could be used to pro	10 percent or more), eith	ner as aillicensee or sp obile volge and/or dat	would, it assigned of italisteries, clear nee/Transferee already holds direct ectrum lessee/sublessee, and that al a services?	so		
14a) Does the Assignee/T	ransferee hold direct o	r indirectimerests (of strum in the Cellular R	percent or more) in any entity that adjointelephone, broadband PCS, or se(s) or sublease(s) in the same	1	(Y) <u>Y</u> es <u>N</u> o
	lication for Assignment ervice (using spectrum	of Authorization or ill in any of the threets	arister of Control reduce the number ervices (listed (in) item 14a) in the		(Y) <u>Y</u> es <u>N</u> o
Broadband Radio Servi	ce and Educationa	l Broadband Servi	ce Unformation			
15a) Will the requested fa	······································		ALCON N		() <u>Y</u> es <u>N</u> o
Section 27.1202 of the	e Assignee/Transferee ne Commission's Rules eographic area of the re) in a cable television	ive attributable interest (as defined in system whose franchise area is	1	() <u>Y</u> es <u>N</u> o
If 'Y', provide an exhi Commission's Rules requested, 6a must	or justifying a waiver o	Assignee/Transferee f that rule. If a waiver	complies with Section 27 (202 of the of the Commission's Rule(s) is bein	g .		
16) Does the Assignee/I 27.1203 of the Comm	ransferee comply with nission's Rules?	the programming req	uirements contained in Section		() <u>Y</u> es <u>N</u> o
If 'N', provide an exhi Commission's Rules requested, 6a must b	or justifying a waiver of	Assignee/Transferee of that rule. If a waiver	complies with Section 27.1203 of the of the Commission's Rule(s) is bein			
					6 .	
					7	

Assignor/Licensee Information			<u> </u>			
17) Assignor/Licensee is a(fi) (Select One)						
Individual Unincorporated Association	Trust	Gove	ernment E	ntity 🗓 Corporation [Limited Liability Com	pany
General Partnership Limited Partnership	Li	mited Liability	Partners	hip Consortium		
Other:						
18) FCC Registration Number (FRN) 0003802774			···•	····		
19) First Name (if individual):		MI:	Last	Name:		Suffix:
20) Legal Entity Name (if not an individual); Aut in Co	ommun	ications of M	ssissippi I	RSA #7 Inc.	,	
21) Attention To: Wireless Regulatory Supervisor	MEL I				·	
22) P.O. Box:		23) Street A	\ddress:	One Allied Drive, B1F02-I	D .	
24) City: Little Rock	45			25) State: AR	26) Zip Code:72202	<u>-</u>
27) Telephone Number: (501)905-8555			28) Fax	Number: (501)905-6193		
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	om		<u> </u>			
30) Demographics of Assignor/Licensee (Optio	nal):					
Race: American Indian or Alaska Native	Ethn	icity ispanic or Lat			nder: Male	
Asian	□N	ot Hispanico	Latino		Female	
Black or African-American		~				
Native Hawaiian or Other Pacific Islander						
White	<u> </u>		<i></i>			
Assignor/Licensee Contact Representative				Allenda		
31) First Name:		MI:	Last Na	me:	Suffix	
32) Company Name: ALLTEL Communications of Mississippi RSA #7 Inc.						
33) Attention To: Wireless Regulatory Supervisor						···
34) P.O. Box:	And Job Street Address: One Allied Drive, B1F02-D					
36) City: Little Rock				37) State: AR	.68) Zip Code: 72202	
39) Telephone Number: (501)905-8555			40) Fax	Number: (501)905-6193		
41) E-Mail Address: ACI.Wireless.Regulatory@alitel.c	om					9.

Transferor Information (for Transfers of Control only)

42) Transferor is a(n); (Selectione)					·	
☐ Individual ☐ Funincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☒ Limited Liability Company						
General Partnership Limited Partnership Limited Liability Partnership Consortium						
Other:				· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·
43) FCC Registration Number (ERN) 00165111974						
44) First Name (if individual):	14) First Name (if individual): MI: Last Name: Suffix:					
45) Legal Entity Name (if not an individual) Atlantists	oldings	LLC				;
46) Attention To: Clive D. Bode, Esq.	A					1
47) P.O. Box:	And /Or	48) Street A	\ddress:	301 Commerce St	reet, Suite 3300	
49) City: Fort Worth	纠	A		50) State: TX	51) Zip	Code: 76102
52) Telephone Number: (817)871-4000		WA.	53) Fax	Number:		
54) E-Mail Address: cbode@tpg.com	•		à			
55) Demographics of Transferor (Optional):			o de la la			,
Race: American Indian or Alaska Native		icity: ispanic or Lat	no		Gender: Male	
Asian	□N	ot Hispanic o	Latino		☐ Female	•
Black or African-American						
☐ Native Hawaiian or Other Pacific Islander						
White	<u> </u>	-				
Transferor Contact Representative						
56) First Name: Kathleen	MI:	Q	Last Na	me: Abemathy		Suffix:
57) Company Name: Akin Gump Strauss Hauer & Feld LLP						
58) Attention To:						
59) P.O. Box:	And /Or	60) Street A	\ddress:1	333 New Hampshir	e Ave., NW	
61) City: Washington				62) State: DC	[68] Zi	p Code 20036
64) Telephone Number: (202)887-4125			65) Fax	Number: (202)887-	4288	
66) E-Mail Address: kabernathy@akingump.com						

Assignee/Transferee Information							
67) Assignee/Transferee is affil (Select One)							
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☐ Limited Liability Company							
X General Partnership Limited Partnership	☐ Limited	l iahility	Partners	hin Ė	Consortium		
☐ General Partnership ☐ Limited Liability Partnership ☐ Consortium ☐ Other:							
68) FCC Registration Number (FRN): 0003290673	<u> </u>			·····			<u></u>
69) First Name (if individual):	MI:		Last Na	me:			Suffix:
70) Legal Entity Name (If not an individual). (Cellico Par	tnership						
71) Attention To: Michael Samsock		-···					
72) Real Party in Interest FCC Registration Number (F	RN): 00032	90673	·				
73) Name of Real Party in Interest: Cellco Partnership	APR	A					
74) P.O. Box:	And Or	Street A	ddress:	1300 Eye S	t., NW - Suite	400 West	
76) City: Washington				77) State:	DC	78) Zip Code: 2	0005
79) Telephone Number: (202)589-3768			80) Fax	Number: ((202)589-375	0	
81) E-Mail Address: Michael.Samsock@VerizonWirel	ess.com		9				:
20) Device wearling of Againman Transferred (Ont	ional):	S.		7			
82) Demographics of Assignee/Transferee (Opt Race: American Indian or Alaska Native	Ethnicity:		no.	N W		nder: Male	
Asian	☐ Not His				1	Female	
☐ Black or African-American						<u> </u>	
Native Hawaiian or Other Pacific Islander				Á			
White	<u></u>						
Assignee/Transferee Contact Representative (if	other than	Assign	ee/Trans	sferee)			
83) First Name: Nancy	MI: J		Last Na	me: Victor			Suffix:
84) Company Name: Wiley Rein LLP							
85) Attention To:					,	A Party	
86) P.O. Box:	And 87) /Or	Street A	\ddress:	1776 K Stre	et, NW		A
88) City: Washington				89) State:	DC	90) Zip Code	20006
91) Telephone Number: (202)719-7344	91) Telephone Number: (202)719-7344 92) Fax Number: (202)719-7049						
93) E-Mail Address: nvictory@wileyrein.com			· · · · · · · · · · · · · · · · · · ·				
The state of the s							2.000 Main Farms

Ownership Disclosure Information

Mileratuh Diacioagie ilitottiguoti		
94a) Is the Assignee/Transferes required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(Y) <u>Y</u> es <u>N</u> o
94b) If 94a is 'A provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172	
lien Ownership Information		
95) Is the Assignee/Transferce aforeign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u>
96) Is the Assignee/Transferee analien or the representative of an alien?	(N) <u>Y</u> es <u>N</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Y</u> es <u>N</u>
99a) Is the Assignee/Transferee directly or indirectly nontrolled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u>
99b) If 99a is 'Y', has the Assignee/Transferee received and ling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section) <u>Y</u> es <u>N</u> o
310(b)(4) of the Communications Act.		
asic Qualification Information	1	
100) Has the Assignee/Transferee or any party to this application had any FO station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?) <u>Y</u> es <u>N</u> d
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	N)) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive	(N) <u>Y</u> es <u>N</u> o
traffic arrangement, or any other means or unfair methods of competition?		
·		

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor Certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamline anothic action procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commissions (action 1.948(c) (1) of the Commission (action 1.948(c) (1) of
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material fare part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any rederal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: CLIVE MI: Last Name:
D BODE

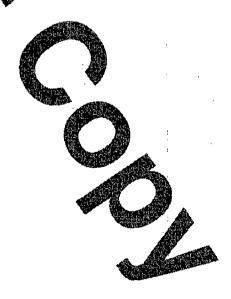
Suffix: ESQ

104) Title: VICE PRESIDENT

Signature: CLIVE D BODE ESQ 105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR/ANY/AUTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY/SITATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Assignee/Transferee Certification Statements

- The Assignee/Translate centifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the increase communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*

 *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
 - The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it no range the party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of party to the application as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name:	MI:	Last Name	Suffix:
John '	T	Scott	111
107) Title: VP Deputy General Counsel - Regulatory L			
Signature: John T Scott III			108) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave đrily)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKN619	CL-Geeliular						Y



Attachment(s):

Туре	Description	Date Entered
0	Exhibit 1	06/07/2008
1 /		

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.